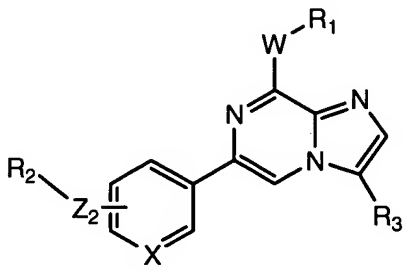
In the Claims:

This listing of claims will replace all prior versions and listings of claims in the application:

1. (Currently amended) A compound having Formula 1:



(Formula 1)

or ~~pharmaceutically acceptable form~~ pharmaceutically acceptable salt thereof, wherein:

R_1 is hydrogen, halogen, C_1-C_7alkyl, C_1-C_6alkoxy, C_3-C_7cycloalkyl(C_0-C_2alkyl), heterocycloalkyl(C_0-C_2alkyl), sulfonamide, (C_1-C_6alkoxy)C_1-C_6alkyl, (C_1-C_6alkoxy)C_1-C_6alkoxy, mono- or di-(C_1-C_6alkyl)amino, or mono- or di-(C_1-C_6alkyl)amino(C_1-C_6alkyl); or

R_1 is phenyl or phenyl fused to a 5 to 7-membered heterocycloalkyl ring containing 1 or 2 heteroatoms chosen from N, O, and S, each of which is substituted with 0 to 3 substituents independently chosen from hydroxy, nitro, cyano, amino, sulfonamide, -CHO, halogen, C_1-C_6alkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, C_1-C_6alkylthio, (C_1-C_6alkoxy)C_1-C_6alkyl, (C_1-C_6alkoxy)C_1-C_6alkoxy, mono- and di-(C_1-C_6alkyl)amino, amino(C_1-C_6alkyl), mono- and di-(C_1-C_6alkyl)amino(C_1-C_6alkyl), C_2-C_6alkanoyl, and –C(O)R_{13} where R_{13} is C_1-C_3haloalkyl, phenyl, heterocycloalkyl, or heteroaryl;

W is phenyl or a 5- or 6-membered heteroaryl containing from 1 to 4 heteroatoms independently chosen from nitrogen, oxygen, and sulfur; wherein W is substituted with 0 to 3 substituents independently chosen from hydroxy, nitro, cyano, amino, sulfonamide, -CHO, halogen, oxo, C_1-C_6alkyl, C_2-C_6alkenyl, C_2-

C_6alkynyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, (C_1-C_6alkoxy)C_1-C_6alkyl, (C_1-C_6alkoxy)C_1-C_6alkoxy, C_1-C_6alkylthio, mono- and di-(C_1-C_6alkyl)amino, amino(C_1-C_6alkyl), mono- and di-(C_1-C_6alkyl)amino(C_1-C_6alkyl), and C_2-C_6alkanoyl;

X is N or CH;

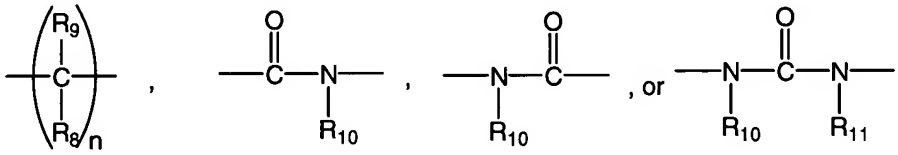
R_2 is C_1-C_7alkyl, C_3-C_7cycloalkyl(C_0-C_2alkyl), heterocycloalkyl(C_0-C_2alkyl), C_1-C_6alkoxy, (C_1-C_6alkoxy)C_1-C_6alkyl, or (C_1-C_6alkoxy)C_1-C_6alkoxy; or

R_2 is phenyl(C_0-C_2alkyl) or heteroaryl(C_0-C_2alkyl), each of which is substituted with 0 to 3 substituents independently chosen from

(i) hydroxy, halogen, nitro, cyano, amino, sulfonamide, -CHO, C_1-C_6haloalkyl, and C_1-C_6haloalkoxy,and

(ii) C_1-C_6alkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, (C_1-C_6alkoxy)C_1-C_6alkyl, (C_1-C_6alkoxy)C_1-C_6alkoxy, C_1-C_6alkylthio, mono- and di-(C_1-C_6alkyl)amino, amino(C_1-C_6alkyl), mono- and di-(C_1-C_6alkyl)amino(C_1-C_6alkyl), C_2-C_6alkanoyl, heterocycloalkyl(C_0-C_2alkyl), and –C(O)R_{13}; each of which (ii) is substituted with 0 to 3 substituents independently chosen from halogen, hydroxy, amino, nitro, cyano, C_1-C_4alkoxy, C_3-C_7cycloalkyl, and mono- and di-(C_1-C_4alkyl)amino;

Z_2 is



wherein

R_8 and R_9 are independently hydrogen, C_1-C_6alkyl, C_1-C_6alkoxy, or halogen; and n is 0, 1, or 2;

R_{10} and R_{11} are independently

(iii) hydrogen or C_1-C_6alkyl; or

(iv) phenyl or heteroaryl, each of which is substituted with 0 to 3 substituents independently chosen from hydroxy, nitro, cyano, amino, sulfonamide, -CHO, halogen, C_1-C_6alkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, C_3-

C_7cycloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, (C_1-C_6alkoxy)C_1-C_6alkyl, (C_1-C_6alkoxy)C_1-C_6alkoxy, C_1-C_6alkylthio, mono- and di-(C_1-C_6alkyl)amino, amino(C_1-C_6alkyl), mono- and di-(C_1-C_6alkyl)amino(C_1-C_6alkyl), C_2-C_6alkanoyl, and –C(O)R_{13};

R_3 is hydrogen or C_1-C_6alkyl, or

R_3 is C_3-C_7cycloalkyl(C_0-C_2alkyl), heterocycloalkyl(C_0-C_2alkyl), phenyl, or heteroaryl, each of which is substituted with 0 to 3 substituents independently chosen from hydroxy, nitro, cyano, amino, sulfonamide, -CHO, halogen, C_1-C_6alkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, (C_1-C_6alkoxy)C_1-C_6alkyl, (C_1-C_6alkoxy)C_1-C_6alkoxy, C_1-C_6alkylthio, mono- and di-(C_1-C_6alkyl)amino, amino(C_1-C_6 alkyl), mono- and di-(C_1-C_6alkyl)amino(C_1-C_6alkyl), C_2-C_6alkanoyl, and –C(O)R_{13}; or

R_3 is phenoxy phenyl, each of which phenyl rings is substituted with 0 to 3 substituents independently chosen from hydroxy, nitro, cyano, amino, sulfonamide, -CHO, halogen, C_1-C_6alkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, (C_1-C_6alkoxy)C_1-C_6alkyl, (C_1-C_6alkoxy)C_1-C_6alkoxy, C_1-C_6alkylthio, mono- and di-(C_1-C_6alkyl)amino, amino(C_1-C_6alkyl), mono- and di-(C_1-C_6alkyl)amino(C_1-C_6alkyl), C_2-C_6alkanoyl, and –C(O)R_{13}.

2. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 1, wherein

R_1 is hydrogen, halogen, C_1-C_7alkyl, C_1-C_6alkoxy, C_3-C_7cycloalkyl(C_0-C_2alkyl), heterocycloalkyl(C_0-C_2alkyl), sulfonamide, (C_1-C_6alkoxy)C_1-C_6alkyl, (C_1-C_6alkoxy)C_1-C_6alkoxy, mono- or di-(C_1-C_6alkyl)amino, or mono- or di-(C_1-C_6alkyl)amino(C_1-C_6alkyl); or

R_1 is phenyl substituted with 0 to 3 substituents independently chosen from hydroxy, nitro, cyano, amino, sulfonamide, -CHO, halogen, C_1-C_6alkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, (C_1-C_6alkoxy)C_1-C_6alkyl, (C_1-C_6alkoxy)C_1-C_6alkoxy, C_1-C_6alkylthio, mono- and di-(C_1-C_6alkyl)amino, amino(C_1-C_6alkyl), mono- and di-(C_1-C_6alkyl)amino(C_1-C_6alkyl), and C_2-C_6alkanoyl;

W is phenyl or a 5- or 6-membered heteroaryl ring; substituted with 0 to 3 substituents independently chosen from hydroxy, nitro, cyano, amino, sulfonamide, -CHO, halogen, oxo, C_1-C_6alkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, (C_1-C_6alkoxy)C_1-C_6alkyl, (C_1-C_6alkoxy)C_1-C_6alkoxy, C_1-C_6alkylthio, mono- and di-(C_1-C_6alkyl)amino, amino(C_1-C_6alkyl), mono- and di-(C_1-C_6alkyl)amino(C_1-C_6alkyl), and C_2-C_6alkanoyl;

X is N or CH;

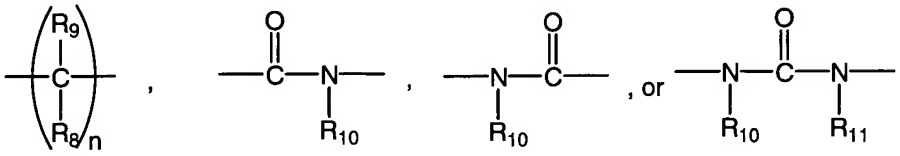
R_2 is C_1-C_7alkyl, C_3-C_7cycloalkyl(C_0-C_2alkyl), heterocycloalkyl(C_0-C_2alkyl), C_1-C_6alkoxy, (C_1-C_6alkoxy)C_1-C_6alkyl, or (C_1-C_6alkoxy)C_1-C_6alkoxy; or

R_2 is phenyl(C_0-C_2alkyl) or 5- or 6-membered heteroaryl(C_0-C_2alkyl), each of which is substituted with 0 to 3 substituents independently chosen from

(i) hydroxy, halogen, nitro, cyano, amino, sulfonamide, -CHO, C_1-C_6haloalkyl, and C_1-C_6haloalkoxy, and

(ii) C_1-C_6alkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, (C_1-C_6alkoxy)C_1-C_6alkyl, (C_1-C_6alkoxy)C_1-C_6alkoxy, C_1-C_6alkylthio, mono- and di-(C_1-C_6alkyl)amino, amino(C_1-C_6alkyl), mono- and di-(C_1-C_6alkyl)amino(C_1-C_6alkyl), C_2-C_6alkanoyl, and heterocycloalkyl(C_0-C_2alkyl); each of which (ii) is substituted with 0 to 3 substituents independently chosen from halogen, hydroxy, amino, nitro, cyano, C_1-C_4alkoxy, C_3-C_7cycloalkyl, and mono- and di-(C_1-C_4alkyl)amino;

Z_2 is



wherein

R_8 and R_9 are independently hydrogen, C_1-C_6alkyl, C_1-C_6alkoxy, or halogen; and n is 0, 1, or 2;

R_{10} and R_{11} are independently

(iii) hydrogen or C_1-C_6alkyl; or

(iv) phenyl or a 5- or 6 membered heteroaryl ring, each of which is substituted with 0 to 3 substituents independently chosen from hydroxy,

nitro, cyano, amino, sulfonamide, -CHO, halogen, C_1-C_6alkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, (C_1-C_6alkoxy)C_1-C_6alkyl, (C_1-C_6alkoxy)C_1-C_6alkoxy, C_1-C_6alkylthio, mono- and di-(C_1-C_6alkyl)amino, amino(C_1-C_6alkyl), mono- and di-(C_1-C_6alkyl)amino(C_1-C_6alkyl), and C_2-C_6alkanoyl;

R_3 is hydrogen or C_1-C_6alkyl, or

R_3 is C_3-C_7cycloalkyl(C_0-C_2alkyl), heterocycloalkyl(C_0-C_2alkyl), phenyl, or a 5- or 6-membered heteroaryl, each of which is substituted with 0 to 3 substituents independently chosen from hydroxy, nitro, cyano, amino, sulfonamide, -CHO, halogen, C_1-C_6alkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, (C_1-C_6alkoxy)C_1-C_6alkyl, (C_1-C_6alkoxy)C_1-C_6alkoxy, C_1-C_6alkylthio, mono- and di-(C_1-C_6alkyl)amino, amino(C_1-C_6alkyl), mono- and di-(C_1-C_6alkyl)amino(C_1-C_6alkyl), and C_2-C_6alkanoyl; or

R_3 is phenoxy phenyl, each of which phenyl rings is substituted with 0 to 3 substituents independently chosen from hydroxy, nitro, cyano, amino, sulfonamide, -CHO, halogen, C_1-C_6alkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, (C_1-C_6alkoxy)C_1-C_6alkyl, (C_1-C_6alkoxy)C_1-C_6alkoxy, C_1-C_6alkylthio, mono- and di-(C_1-C_6alkyl)amino, amino(C_1-C_6alkyl), mono- and di-(C_1-C_6alkyl)amino(C_1-C_6alkyl), and C_2-C_6alkanoyl.

3. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 2 wherein

R_1 is halogen, C_1-C_7alkyl, C_1-C_6alkoxy, C_3-C_7cycloalkyl(C_0-C_2alkyl), or heterocycloalkyl(C_0-C_2alkyl); or

R_1 is phenyl substituted with 0 to 3 substituents independently chosen from hydroxy, nitro, cyano, amino, sulfonamide, -CHO, halogen, C_1-C_6alkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, (C_1-C_6alkoxy)C_1-C_6alkyl, (C_1-C_6alkoxy)C_1-C_6alkoxy, C_1-C_6alkylthio, mono- and di-(C_1-C_6alkyl)amino, amino(C_1-C_6alkyl), mono- and di-(C_1-C_6alkyl)amino(C_1-C_6alkyl), and C_2-C_6alkanoyl.

4. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 3 wherein

R_1 is halogen or C_1-C_7alkyl; or

R_1 is phenyl substituted with 0 to 3 substituents independently chosen from hydroxy, nitro, cyano, amino, halogen, C_1-C_6alkyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_1-C_2haloalkyl, C_1-C_2haloalkoxy, and mono- and di-(C_1-C_4alkyl)amino.

5. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 4 wherein

R_1 is phenyl substituted with 0 to 3 substituents independently chosen from hydroxy, nitro, cyano, amino, halogen, C_1-C_4alkyl, C_1-C_4alkoxy, C_1-C_2haloalkyl, C_1-C_2haloalkoxy, and mono- and di-(C_1-C_4alkyl)amino.

6. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 4 wherein

R_1 is bromo or C_1-C_4alkyl; or

R_1 is phenyl substituted with 0 to 2 substituents independently chosen from fluoro, chloro, bromo, C_1-C_2alkyl, and C_1-C_2alkoxy.

7. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 6 wherein

W is phenyl, pyridyl, pyrimidinyl, imidazolyl, pyrrolyl, pyrazolyl, furanyl, thienyl, oxazolyl, or isoxazolyl, each of which is substituted with 0 to 3 substituents independently chosen from hydroxy, nitro, cyano, amino, sulfonamide, -CHO, halogen, oxo, C_1-C_6alkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, (C_1-C_6alkoxy)C_1-C_6alkyl, (C_1-C_6alkoxy)C_1-C_6alkoxy, C_1-C_6alkylthio, mono- and di-(C_1-C_6alkyl)amino, amino(C_1-C_6alkyl), mono- and di-(C_1-C_6alkyl)amino(C_1-C_6alkyl), and C_2-C_6alkanoyl.

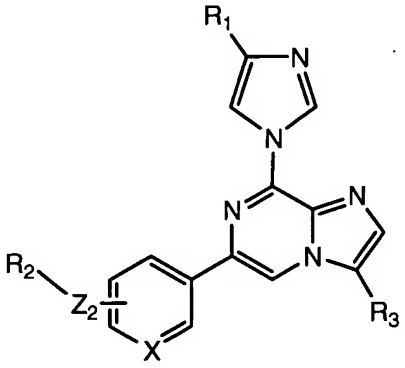
8. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 7 wherein

W is phenyl, pyridyl, pyrimidinyl, imidazolyl, pyrrolyl, pyrazolyl, furanyl, thienyl, oxazolyl, or isoxazolyl, each of which is substituted with 0 to 3 substituents independently chosen from hydroxy, nitro, cyano, amino, halogen, oxo, C_1-C_4alkyl, C_1-C_4alkoxy, C_1-C_2haloalkyl, C_1-C_2haloalkoxy, and mono- and di-(C_1-C_4alkyl)amino.

9. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 8, wherein

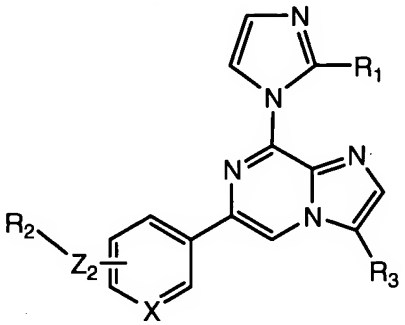
W is imidazolyl, pyrrolyl, or pyrazolyl, each of which is substituted with 0 to 3 substituents independently chosen from hydroxy, cyano, halogen, oxo, C_1-C_4alkyl, C_1-C_4alkoxy, trifluoromethyl, and trifluoromethoxy.

10. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 6 of Formula 2



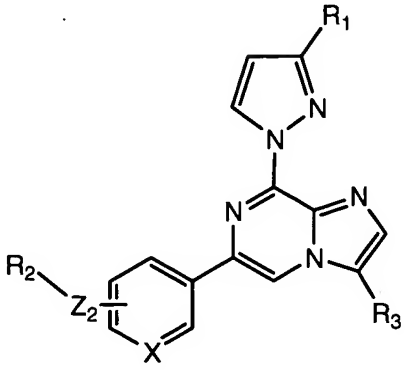
(Formula 2).

11. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 6 of Formula 3



(Formula 3).

12. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 6 of Formula 4:



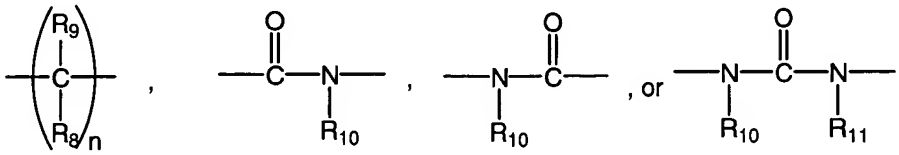
(Formula 4).

13. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 11, wherein X is N.

14. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 11, wherein X is CH.

15. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 9 wherein

Z_2 is



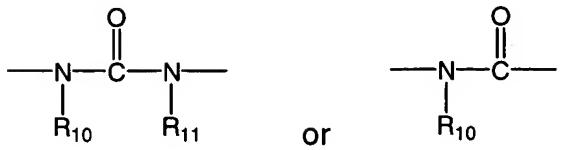
wherein

R_8 and R_9 are independently hydrogen or C_1-C_6alkyl; and n is 0, 1, or 2; and

R_{10} and R_{11} are independently hydrogen, C_1-C_6alkyl, or phenyl.

16. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 15, wherein

Z_2 is

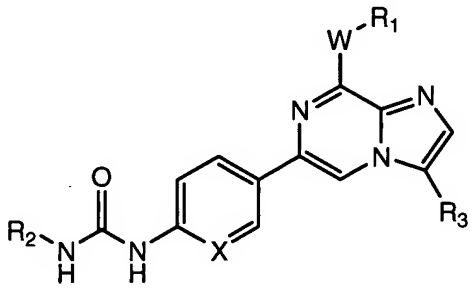


or

wherein, R_{10} and R_{11} are independently hydrogen, methyl, or ethyl.

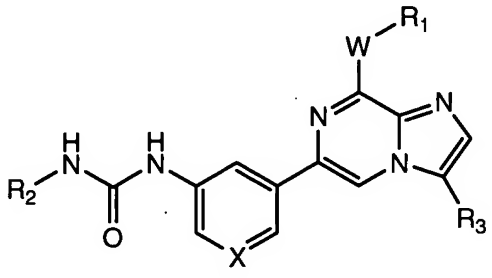
17. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 16 wherein R_{10} and R_{11} are both hydrogen.

18. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 9 of Formula 6



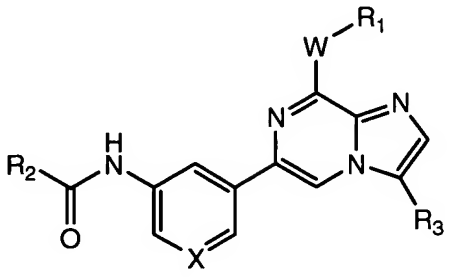
(Formula 6).

19. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 9 of Formula 7



(Formula 7).

20. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 9 of Formula 8



(Formula 8).

21. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 19 wherein

R_2 is phenyl, pyridyl, pyrimidinyl, pyrazinyl, imidazolyl, pyrrolyl, furanyl, thienyl, oxazolyl, or isoxazolyl, each of which may be either directly attached or bound via a C_1-C_2alkyl linker, and each of which is substituted with 0 to 3 substituents independently chosen from:

(i) hydroxy, halogen, nitro, cyano, amino, sulfonamide, -CHO, C_1-C_6haloalkyl, and C_1-C_6haloalkoxy, and

(ii) C_1-C_6alkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, (C_1-C_6alkoxy)C_1-C_6alkyl, (C_1-C_6alkoxy)C_1-C_6alkoxy, C_1-C_6alkylthio, mono- and di-(C_1-C_6alkyl)amino, amino(C_1-C_6alkyl), mono- and di-(C_1-C_6alkyl)amino(C_1-C_6alkyl), C_2-C_6alkanoyl, and heterocycloalkyl(C_0-C_2alkyl); each of which (ii) is substituted with 0 to 3 substituents independently chosen from halogen, hydroxy, amino, nitro, cyano, C_1-C_4alkoxy, C_3-C_7cycloalkyl, and mono- and di-(C_1-C_4alkyl)amino.

22. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 21, wherein

R_2 is phenyl(C_0-C_2alkyl), pyridyl(C_0-C_2alkyl), or pyrimidinyl(C_0-C_2alkyl), each of which is substituted with 0 to 3 substituents independently chosen from:

(i) hydroxy, halogen, nitro, cyano, amino, C_1-C_2haloalkyl, and C_1-C_2haloalkoxy, and

(ii) C_1-C_6alkyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, (C_1-C_6alkoxy)C_1-C_6alkyl, C_1-

C_4alkylthio, mono- and di-(C_1-C_4alkyl)amino, mono- and di-(C_1-C_4alkyl)amino(C_1-C_4alkyl), and heterocycloalkyl(C_0-C_2alkyl); each of which (ii) is substituted with 0 to 3 substituents independently chosen from halogen, hydroxy, amino, nitro, cyano, C_1-C_4alkoxy, C_3-C_7cycloalkyl, and mono- and di-(C_1-C_4alkyl)amino.

23. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 22, wherein

R_2 is phenyl or benzyl, each of which is substituted with 0 to 3 substituents independently chosen from halogen, hydroxy, amino, C_1-C_4alkyl, C_1-C_4alkoxy, C_1-C_4alkylthio, C_1-C_2haloalkyl, and C_1-C_2haloalkoxy.

24. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 23, wherein

R_3 is hydrogen or C_1-C_6alkyl, or

R_3 is C_3-C_7cycloalkyl, (C_3-C_7cycloalkyl)methyl, heterocycloalkyl, (heterocycloalkyl)C_1-C_2alkyl, phenyl, phenyl, pyridyl, pyrimidinyl, pyrazinyl, imidazolyl, pyrrolyl, furanyl, thienyl, oxazolyl, or isoxazolyl, each of which is substituted with 0 to 3 substituents independently chosen from hydroxy, nitro, cyano, amino, halogen, C_1-C_6alkyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_1-C_2haloalkyl, C_1-C_2haloalkoxy, and mono- and di-(C_1-C_4alkyl)amino; or

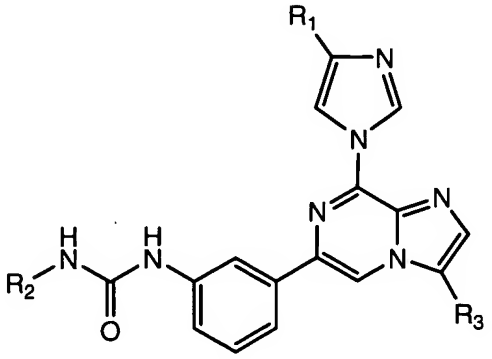
R_3 is phenoxyphenyl, each of which phenyl rings is substituted with 0 to 3 substituents independently chosen from hydroxy, nitro, cyano, amino, halogen, C_1-C_6alkyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_1-C_2haloalkyl, C_1-C_2haloalkoxy, and mono- and di-(C_1-C_4alkyl)amino.

25. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 24, wherein

R_3 is hydrogen, C_1-C_6alkyl, C_3-C_7cycloalkyl(C_0-C_1alkyl), phenyl, or phenoxyphenyl.

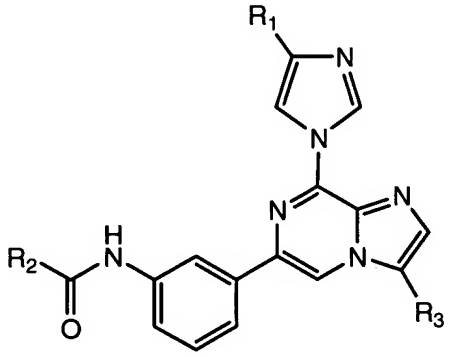
26. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 25, wherein R_3 is hydrogen or C_1-C_4alkyl.

27. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 1 of Formula 9



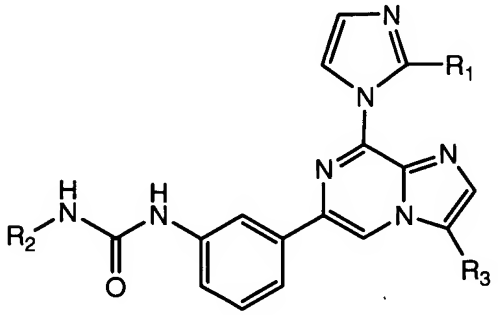
(Formula 9).

28. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 1 of Formula 10



(Formula 10).

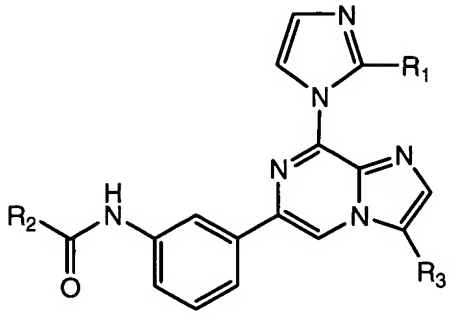
29. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 1 of Formula 11



(Formula 11).

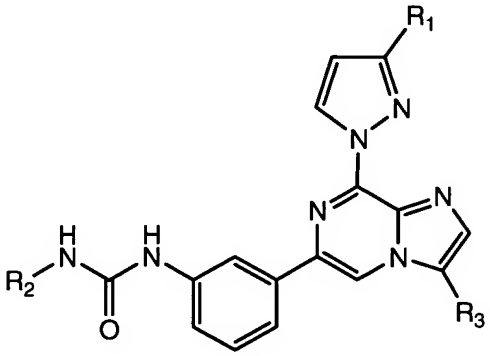
30. (Currently amended) A compound or pharmaceutically acceptable

salt thereof ~~or form thereof~~ according to Claim 1 of Formula 12



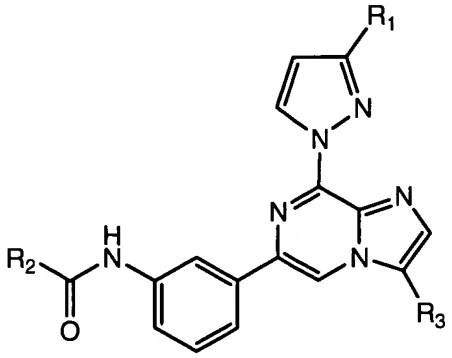
(Formula 12).

31. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 1 of Formula 13



(Formula 13).

32. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 1 of Formula 14



(Formula 14).

33. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 30, wherein

R_1 is bromo or C_1-C_4alkyl; or

R_1 is phenyl substituted with 0 to 2 substituents independently chosen from fluoro, chloro, bromo, C_1-C_2alkyl, and C_1-C_2alkoxy;

R_2 is phenyl or benzyl, each of which is substituted with 0 to 3 substituents independently chosen from:

(i) hydroxy, halogen, amino, C_1-C_2haloalkyl, and C_1-C_2haloalkoxy, and

(ii) C_1-C_6alkyl, C_1-C_6alkoxy, mono- and di-(C_1-C_4alkyl)amino, mono- and di-(C_1-C_4alkyl)amino(C_1-C_4alkyl), piperazinyl(C_0-C_1alkyl), piperidinyl(C_0-C_1alkyl), and morpholinyl(C_0-C_1alkyl); each of which (ii) is substituted with 0 to 3 substituents independently chosen from halogen, hydroxy, amino, C_1-C_2alkoxy, and mono- and di-(C_1-C_4alkyl)amino; and

R_3 is hydrogen or C_1-C_4alkyl.

34. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 1, wherein the compound exhibits an IC_{50} of 25 micromolar or less in an in vitro assay of tumor cell proliferation.

35. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 1, wherein the compound exhibits an IC_{50} of 10 micromolar or less in an in vitro assay of tumor cell proliferation.

36. (Withdrawn - Currently amended) A pharmaceutical composition, comprising a compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 1, together with at least one pharmaceutically acceptable carrier or excipient.

37. (Withdrawn - Currently Amended) A pharmaceutical composition according to Claim 36, wherein the composition is formulated as an injectable fluid, an aerosol, a cream, a gel, a tablet, ~~a pill,~~ a capsule, a syrup, ophthalmic solution, or a transdermal patch.

38. (Cancelled)

40. (Cancelled)

41. (Cancelled)

42. (Cancelled)

43. (Cancelled)

44. (Withdrawn - Currently amended) A method for modulating binding of ATP to Hsp90 complex *in vitro*, the method comprising contacting cells expressing Hsp90 complex with a compound according to Claim 1 or pharmaceutically acceptable salt thereof ~~or form thereof~~ in an amount sufficient to detectably decrease the level of an Hsp90 substrate protein *in vitro.*

45. (Withdrawn - Currently amended) A method for modulating the activity of Hsp90 complex *in vitro*, the method comprising contacting cells expressing Hsp90 complex with a compound according to Claim 1 or pharmaceutically acceptable salt thereof ~~or form thereof~~ in an amount sufficient to detectably decrease the level of an Hsp90 substrate protein *in vitro.*

46. (Withdrawn) The method of Claim 45 wherein the substrate protein is ErbB2, Akt, or Raf.

47. (Cancelled)

48. (Cancelled)

49. (Cancelled)

50. (Cancelled)

51. (Cancelled)

52. (Cancelled)

53. (Cancelled)

54. (Cancelled)

55. (Cancelled)

56. (Cancelled)

57. (Cancelled)

58. (Cancelled)

59. (Cancelled)

60. (Currently amended) A compound or pharmaceutically acceptable salt thereof ~~or form thereof~~ according to Claim 1, wherein the compound is:

1-{3-[8-(4-Phenyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-3-o-tolyl-urea;

1-(4-Chloro-phenyl)-3-{3-[8-(4-phenyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-urea;

1-(2-Methylsulfanyl-phenyl)-3-{3-[8-(2-phenyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-urea;

1-{3-[8-(2-Phenyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-3-o-tolyl-urea;

1-(4-Chloro-phenyl)-3-(3-{8-[4-(4-chloro-phenyl)-imidazol-1-yl]-imidazo[1,2-a]pyrazin-6-yl}-phenyl)-urea;

1-(3-{8-[4-(4-Chloro-phenyl)-imidazol-1-yl]-imidazo[1,2-a]pyrazin-6-yl}-phenyl)-3-o-tolyl-urea;

1-(4-Chloro-phenyl)-3-{3-[8-(4-p-tolyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-urea;

1-o-Tolyl-3-{3-[8-(4-p-tolyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-urea;

1-(4-Chloro-phenyl)-3-{3-[8-(4-methyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-urea;

1-(3-Chloro-4-fluoro-phenyl)-3-(3-{8-[4-(4-chloro-phenyl)-imidazol-1-yl]-imidazo[1,2-a]pyrazin-6-yl}-phenyl)-urea;

1-(3-Chloro-4-fluoro-phenyl)-3-{3-[8-(4-phenyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-urea;

1-(3-{8-[4-(4-Chloro-phenyl)-imidazol-1-yl]-imidazo[1,2-a]pyrazin-6-yl}-phenyl)-3-[4-(4-methyl-piperazin-1-ylmethyl)-phenyl]-urea;

1-(3-{8-[4-(4-Chloro-phenyl)-imidazol-1-yl]-imidazo[1,2-a]pyrazin-6-yl}-phenyl)-3-(4-morpholin-4-ylmethyl-phenyl)-urea;

1-(3-{8-[4-(4-Chloro-phenyl)-imidazol-1-yl]-imidazo[1,2-a]pyrazin-6-yl}-phenyl)-3-{4-[(3-ethoxy-propylamino)-methyl]-phenyl}-urea;

1-(4-Chloro-phenyl)-3-{3-[8-(3-phenyl-pyrazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-urea;

1-(3-Chloro-4-fluoro-phenyl)-3-{3-[8-(3-phenyl-pyrazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-urea;

1-(3-Chloro-4-fluoro-phenyl)-3-{3-[8-(2-phenyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-urea;

4-Chloro-N-{3-[8-(2-phenyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-benzamide;

3-Morpholin-4-ylmethyl-N-{3-[8-(2-phenyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-benzamide;

4-Morpholin-4-ylmethyl-N-{3-[8-(2-phenyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-benzamide;

1-(3-Chloro-4-fluoro-phenyl)-3-{3-[8-(2-p-tolyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-urea;

1-{3-[8-(2-p-Tolyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-3-(3-trifluoromethyl-phenyl)-urea;

1-(4-Morpholin-4-ylmethyl-phenyl)-3-{3-[8-(2-phenyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-urea;

6-(4-Morpholin-4-ylmethyl-phenyl)-8-(2-phenyl-imidazol-1-yl)-imidazo[1,2-a]pyrazine;

1-(4-Chloro-phenyl)-3-{3-[8-(2-o-tolyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-urea;

1-(3-Chloro-4-fluoro-phenyl)-3-{3-[8-(2-o-tolyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-urea;

1-(4-Chloro-phenyl)-3-(3-{8-[2-(2-methoxy-phenyl)-imidazol-1-yl]-imidazo[1,2-a]pyrazin-6-yl}-phenyl)-urea;

1-(4-Chloro-phenyl)-3-(3-{8-[2-(2-fluoro-phenyl)-imidazol-1-yl]-imidazo[1,2-a]pyrazin-6-yl}-phenyl)-urea;

1-(3-Chloro-4-fluoro-phenyl)-3-(3-{8-[2-(2-fluoro-phenyl)-imidazol-1-yl]-imidazo[1,2-a]pyrazin-6-yl}-phenyl)-urea;

1-(3-{8-[2-(2-Fluoro-phenyl)-imidazol-1-yl]-imidazo[1,2-a]pyrazin-6-yl}-phenyl)-3-(3-trifluoromethyl-phenyl)-urea;

1-(3-{8-[2-(2-Methoxy-phenyl)-imidazol-1-yl]-imidazo[1,2-a]pyrazin-6-yl}-phenyl)-3-(3-trifluoromethyl-phenyl)-urea;

1-(4-Chloro-phenyl)-3-{3-[8-(2-isopropyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-urea;

1-(3-Chloro-4-fluoro-phenyl)-3-{3-[8-(2-isopropyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-urea;

1-{3-[8-(4-Bromo-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-3-(4-chloro-phenyl)-urea;

4-Fluoro-N-{3-[8-(2-phenyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-benzamide;

3-Methoxy-N-{3-[8-(2-phenyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-benzamide

3-Methoxy-4-methyl-N-{3-[8-(2-phenyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-benzamide;

N-{3-[8-(2-Phenyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-benzamide;

2,6-Dimethyl-N-{3-[8-(2-phenyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-

benzamide;

4-Fluoro-N-{3-[8-(2-p-tolyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-benzamide;

3-Methoxy-N-{3-[8-(2-p-tolyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-benzamide;

3-Methoxy-4-methyl-N-{3-[8-(2-p-tolyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-benzamide;

2-(4-Chloro-phenyl)-N-{3-[8-(2-phenyl-imidazol-1-yl)-imidazo[1,2-a]pyrazin-6-yl]-phenyl}-acetamide;

2-(4-Chloro-phenyl)-N-(3-{8-[2-(4-chloro-phenyl)-imidazol-1-yl]-imidazo[1,2-a]pyrazin-6-yl}-phenyl)-acetamide;

N-(3-{8-[2-(4-Chloro-phenyl)-imidazol-1-yl]-imidazo[1,2-a]pyrazin-6-yl}-phenyl)-2-(3-trifluoromethyl-phenyl)-acetamide;

1-(3-{8-[2-(4-Chloro-phenyl)-imidazol-1-yl]-imidazo[1,2-a]pyrazin-6-yl}-phenyl)-3-(4-morpholin-4-ylmethyl-phenyl)-urea;

1-(4-Chloro-benzyl)-3-(3-{8-[2-(4-chloro-phenyl)-imidazol-1-yl]-imidazo[1,2-a]pyrazin-6-yl}-phenyl)-urea; or

1-(3-{8-[2-(4-Chloro-phenyl)-imidazol-1-yl]-imidazo[1,2-a]pyrazin-6-yl}-phenyl)-3-[4-(4-methyl-piperazin-1-ylmethyl)-phenyl]-urea.